



RECORDATION NO. 21578-A-B
FILED
NOV 25 '98 11-14AM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

November 20, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement and the Memorandum of Rights dated September 30, 1998 between the following parties:

A → Assignor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Assignee: Phoenixcor, Inc.
65 Water Street
South Norwalk, CT 06854

Please see the Schedule I's attached hereto, for the Equipment involved in these transactions.

Please file these agreements as secondary documents. The lease in which these documents are connected is recorded under Recordation Number 21578. The fee of \$52.00 is included in the check number 450669.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Shelley B. Bacon
Contract Assistant

Enclosure

RECEIVED
SURFACE TRANSPORTATION
BOARD
NOV 25 11 14 AM '98

CERTIFICATE

The undersigned, *Shelley B. Bacon* notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon
Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

NOV 25 '98

11-14AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 30, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **PHOENIXCOR, INC.**, a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated May 21, 1998 between Assignor, as Lessor, and Peoria and Pekin Union Railway Company, as Lessee, for forty-one (41) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of September 30, 1998.

DJJ TRANSPORTATION SERVICES, INC.

By: _____

Name: James H. GoetzTitle Vice President

PHOENIXCOR, INC.

By: _____

Name: Thomas J. WilliamsTitle: Exec. Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30th day of September, 1998, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of September, 1998.

Julie M. Woodard
(Notary Signature)

My commission expires:
Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF CT)
COUNTY OF Fairfield) SS:

On this 10th day of November, 1998, before me the subscriber, Gilda J. Lucchesi, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Thomas Williams to me personally known, who stated and acknowledged that he/she is the Executive VP of Phoenixcor, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of November, 1998.

Gilda J. Lucchesi
(Notary Signature)

My commission expires:

GILDA J. LUCCHESI
NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 30, 2000

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS : Forty-one (41) railcars with reporting marks as follows:

PPU 18025	PPU 18241	PPU 118158
PPU 18066	PPU 18247	PPU 118256
PPU 18081	PPU 18253	PPU 118268
PPU 18085	PPU 18301	PPU 118292
PPU 18098	PPU 18307	PPU 118295
PPU 18109	PPU 18313	PPU 118325
PPU 18110	PPU 18347	PPU 118338
PPU 18125	PPU 18399	PPU 118354
PPU 18159	PPU 18494	PPU 118387
PPU 18174	PPU 118022	PPU 118401
PPU 18182	PPU 118075	PPU 118441
PPU 18206	PPU 118084	PPU 118493
PPU 18226	PPU 118103	PPU 118498
PPU 18239	PPU 118138	

LEASE: Dated May 21, 1998 between Peoria and Pekin Union Railway Company and DJJ Transportation Services, Inc.